

Exhibit D

**UNANIMOUS WRITTEN CONSENT
OF
BOARD OF DIRECTORS
OF
EBER BROS. WINE and LIQUOR CORPORATION**

The undersigned, being all of the Directors of Eber Bros. Wine and Liquor Corporation a New York corporation (the "Corporation"), hereby consent, pursuant to Section 708(b) of the Business Corporation Law of the State of New York, to the adoption of the following resolutions.

RESOLVED, that the resignation of Lester Eber as a Director and President of the Corporation is hereby accepted and approved effective February 1, 2012; and be it further

RESOLVED, that Wendy Eber shall be, and is hereby, elected as President of the Corporation, to serve until the next annual meeting of the shareholders and until her respective successor is elected and has qualified, and be it further

RESOLVED, that the unexpired Director's term left by the resignation of Lester Eber be left as vacant until further action of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Directors and Shareholders have executed this Consent as of the 28th day of February, 2012.

Wendy Eber
Wendy Eber

Elliott Gumaer
Elliott Gumaer